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(Business Entity Name)

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED

Allan L. Hoffman, P.A.
Attorney at Law
1610 Southern Blvd.
West Palm Beach, Fl 33406
561-478-7066 fax 697-8317
ALH1@JUNO.COM

Thursday, February 17, 2011

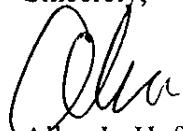
Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Dear Sirs: Re: Neurogenesis Foundation

Enclosed is an original and two copies of articles of incorporation for a new non profit corporation. My check in the amount of \$70.00 is enclosed to pay the filing fee.

Please return one copy to me marked "filed" and email me when the filing is complete. Thanks in advance for your assistance.

Sincerely,



Allan L. Hoffman

Allan L. Hoffman, PA..
Attorney At Law
1610 Southern Blvd.
West Palm Beach, Fl 33406
561-478-7066
March 3, 2011

Florida Department of State
Division of Corporations
Clifton Bldg.
2661 *Elecutive* Center Circle
Tallahassee, Fl 32314

Dear Sirs: Re: Neurogenesis Reseacch

Enclosed is a second filing for this Corporation. I believe you will find it in Order.

Please advise if you need anything further. I am sending two copies with the original. Please return one copy stamped by the Department for my files. An envelope is enclosed for your use in sending the stamped copy.

Sincerely,



Allan L. Hoffman



FLORIDA DEPARTMENT OF STATE
Division of Corporations

RECEIVED

11 MAR -4 PM 1:06

DIVISION OF CORPORATION

February 21, 2011

ALLAN L HOFFMAN, P.A.
1610 SOUTHERN BLVD.
WEST PALM BEACH, FL 33406

SUBJECT: NEUROGENESIS RESEARCH FOUNDATION, INC.
Ref. Number: W11000010265

We have received your document for NEUROGENESIS RESEARCH FOUNDATION, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of incorporation or a statement that the method of election of directors is as stated in the bylaws.

Please return the corrected original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6879.

Ruby Dunlap
Regulatory Specialist II
New Filing Section

Letter Number: 611A00004383

**EUROGENESIS RESEARCH FOUNDATION, INC.
In Compliance with Chapter 617, F.S. (Not for Profit)**

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TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of the corporation shall be **NEUROGENESIS RESEARCH FOUNDATION, INC.**

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be **1610 Southern Blvd., West Palm Beach, FL 33406.**

ARTICLE III - PURPOSE

Said corporation is organized exclusively for charitable, educational, religious and scientific purposes. This includes paying for research to organizations and individuals that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

The corporation will also support research, clinical trials and long term studies in the area of Neurogenesis. The focus of the initial research will include stem cells and natural substance's research. The main purpose will be to find a method to regenerate neuron producing cells in the human body primarily the brain.

The primary beneficiary of the corporations endeavors will be research groups engaged in this area of medicine. The ultimate beneficiaries will be individuals with neurological diseases, illnesses, or conditions without regard to sex, color, creed, or national origin who will finally have a cure for various neurological diseases.

**ARTICLE IV - INITIAL DIRECTORS
AND MANNER OF ELECTION**

The names and addresses of the persons who are the initial directors of the corporation are as follows. The initial each shall serve is also specified below. Elections shall be held on the 30th of April each year and two additional directors shall be elected at that time for a term of one year. Directors shall be five in number and three directors shall be elected to a two year term and two directors elected to a one year term. The directors shall be elected by the general membership of the Foundation.

NAME	ADDRESS	Term
ALLAN L. HOFFMAN	1610 Southern Blvd., West Palm Beach, FL 33406	2 YEARS
PATRICIA I. SINCLAIR	204 Monterey Way, Royal Palm Beach, FL 33411	2 YEARS
WILLIAM GREY TESH	1610 Southern Blvd., West Palm Beach, FL 33406	2 YEARS

ARTICLE V - FUNDS

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set fo

rth in Article Third hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distributpublic office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

ARTICLE VI - DISSOLUTION

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VII - INITIAL REGISTERED AGENT

The name and street address of the Initial Registered Agent is:

ALLAN L. HOFFMAN, 1610 Southern Blvd., West Palm Beach, FL 33406

ARTICLE VIII- INCORPORATOR

The name and street address of the Incorporator is:

ALLAN L. HOFFMAN, 1610 Southern Blvd., West Palm Beach, FL 33406

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TALLAHASSEE, FLORIDA

In witness whereof, I have hereunto subscribed my name this 3rd day of March, 2011. Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity

I submit this document and affirm that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in F.S. 817.155.



ALLAN L. HOFFMAN
INCORPORATOR



ALLAN L. HOFFMAN
REGISTERED AGENT

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TALLAHASSEE FLORIDA